

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

BEVERLY ADKINS, CHARMAINE
WILLIAMS, REBECCA PETTWAY,
RUBBIE McCOY, WILLIAM YOUNG and
MICHIGAN LEGAL SERVICES, on behalf of
themselves and all others similarly situated,

Plaintiffs

-against-

MORGAN STANLEY, MORGAN STANLEY
& CO. LLC, MORGAN STANLEY ABS
CAPITAL I INC., MORGAN STANLEY
MORTGAGE CAPITAL INC., and MORGAN
STANLEY MORTGAGE CAPITAL
HOLDINGS LLC,

Defendants

INDEX NO. 1:12-cv-07667-HB-GWG

**DEFENDANTS' MOTION TO FILE
LETTER AND EXHIBITS UNDER
SEAL**

Pursuant to Paragraph 12.1 of the parties' Stipulated Proposed Amended Protective Order entered by the Court in this action on March 25, 2013, ECF No. 44 (the "Protective Order"), Defendants hereby move for entry of an order granting leave to file under seal an unredacted version of Defendants' May 20, 2014 letter to the Honorable Gabriel W. Gorenstein, and Exhibits B to J thereto. Defendants' letter is submitted in response to Plaintiffs' May 15, 2014 letter to Judge Gorenstein, ECF No. 107, and in further opposition to Plaintiffs' motion to require Defendants to consent to the release of certain transcripts held by the Massachusetts Attorney General ("MAAG").

1. Pages 3 to 11 of Defendants' letter to the Court contain discussion of and citation to deposition testimony by 8 Morgan Stanley witnesses, including deposition

testimony filed as exhibits to Plaintiffs' May 15 letter.¹ These pages of Defendants' letter are confidential because, among other things, they discuss discovery materials that have, pursuant to the Protective Order, been designated confidential by Defendants.

2. Exhibits B, G, H, and I to Defendants' letter to the Court contain excerpts from the transcripts of the depositions of Morgan Stanley witnesses Steven Shapiro, Deborah Goodman, Andrew Neuberger, and Eric Kaplan, respectively. These excerpts are confidential because, among other things, they discuss discovery materials that have, pursuant to the Protective Order, been designated confidential by Defendants.
3. Exhibits C, D, E, F, and J are documents produced by Defendants in discovery in this action that have, pursuant to the Protective Order, been designated confidential by Defendants.
4. In the event that the Court directs that these materials be filed under seal, Defendants will file a sealed copy of the above materials with the Clerk of the Court.

WHEREFORE, Defendants respectfully request that the Court issue an Order permitting Defendants to file under seal an unredacted version of their May 20, 2014 letter to the Honorable Gabriel W. Gorenstein, and Exhibits B to J thereto.

¹ Plaintiffs have moved for permission to file their May 15 letter and accompanying exhibits under seal pursuant to the Protective Order. ECF No. 106. For the same reasons set forth in this motion, Defendants believe that Plaintiffs' motion should be granted.

Dated: May 20, 2014

Respectfully submitted,

/s/ David W. Ogden

Noah A. Levine

Colin T. Reardon

**WILMER CUTLER PICKERING HALE
AND DORR LLP**

7 World Trade Center

250 Greenwich Street

New York, NY 10007

Tel.: (212) 230-8800

Fax: (212) 230-8888

noah.levine@wilmerhale.com

colin.reardon@wilmerhale.com

David W. Ogden (*admitted pro hac vice*)

Brian M. Boynton (*admitted pro hac vice*)

Danielle Y. Conley (*admitted pro hac vice*)

Skye L. Perryman (*admitted pro hac vice*)

Jonathan A. Bressler (*admitted pro hac vice*)

**WILMER CUTLER PICKERING HALE
AND DORR LLP**

1875 Pennsylvania Avenue, NW

Washington, DC 20006

Tel.: (202) 663-6000

Fax: (202) 663-6363

david.ogden@wilmerhale.com

brian.boynton@wilmerhale.com

danielle.conley@wilmerhale.com

skye.perryman@wilmerhale.com

jonathan.bressler@wilmerhale.com